

BYLAWS OF THE ASSOCIATION OF RHODE ISLAND AUTHORS (ARIA)

**ARTICLE I
OFFICE AND REGISTERED AGENT**

Section 1. **Principal Office.** The principal office of the **ASSOCIATION OF RHODE ISLAND AUTHORS** shall be in the State of Rhode Island.

Section 2. **Registered Office and Agent.** The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Rhode Island. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

**ARTICLE II
PURPOSES**

Section 1. The purposes for which the Corporation is formed are as set forth in the Articles of Organization as follows:

Section 2: The purpose of the Association of Rhode Island Authors is to:

- A. Raise awareness of the outstanding written works crafted by published writers of both fiction and non-fiction in Rhode Island and other nearby communities.
- B. Be an education and referral source for all local bookstores, libraries, readers and others seeking information about and presentations from Rhode Island authors.

Section 3: The said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. **AMENDED: February, 10 2015.**

Section 4: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code,

or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. **AMENDED: February 10, 2015.**

ARTICLE III MEMBERSHIP

Section 1. **Classes and Qualifications.** There shall be the following classes of members:

- A. Rhode Island Authors:** Shall consist of those individuals who have published a book, short story, poetry or prose of fiction or non-fiction of any length either electronically or in a traditional paper form and either were born in, live in, reside part-time in, or were educated in Rhode Island or adjacent communities and have paid their annual dues. They shall be voting members. **Amended: May 13, 2021.**
- B. Non-Rhode Island Authors:** Shall consist of those individuals who have published a book, short story, poetry or prose of fiction or non-fiction of any length either electronically or in a traditional paper form and reside or write outside of Rhode Island and have paid their annual dues. They shall be voting members. **Amended: May 13, 2021.**
- C. Allied Members:** Shall consist of photographers, artists, printers, editors, or any individual who provides business or support services to authors and want to work to further the purposes of the Association and have paid their annual dues. Allied members shall be non-voting members. **Amended: May 13, 2021.**
- D. Honorary Members:** By two-thirds vote, the Association may designate any individual as an "Honorary Member" of the Association, using criteria developed by the Board of Directors. Honorary members shall be non-voting members. **Amended: May 13, 2021.**

Section 2. **Voting Rights.**

- A. Only Rhode Island Author members in good standing shall have the right to vote at the annual meeting of the members on those items specified in Section 3 (below), as well as to vote on such other issues as the Board may choose to bring before the members.
- B. Other classes of members may attend meetings and participate in events and activities as determined by the membership, but may not vote.

Section 3. **Membership Meetings.**

- A. Each May, there shall be an Annual Meeting of the members upon such date, time and place as the Board shall determine. **Amended: January 13, 2022.**
- B. During the annual meeting, voting members shall have the right to vote on the following matters only: election of the Board of Directors and officers, approval of the annual budget proposed by the Board, and approval of any amendments to the Bylaws that may be proposed by the Board.
- C. Special meetings of the members may be called by the Chair of the Board or upon the request of more than fifty percent of the voting membership. Members shall receive not less than 21 days prior written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these bylaws, and the notice shall state the purposes of the special meeting.

Section 4. **Quorum and Voting.**

- A. Each voting member in good standing shall have one vote at any meeting of the members.
- B. A quorum shall consist of ten percent of the total voting members present. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 5. **Removal.**

- A. Any member may be removed from membership by a two-thirds vote of the Board of Directors only for cause, which is defined as failure to pay annual dues, or committing an act detrimental to the goals and purposes of the Association.
- B. Every Member of the Association of Rhode Island Authors (ARIA) has a responsibility to maintain a certain standard of professionalism and decorum as the actions of any individual member reflect upon the Association. Membership requires that the actions of member authors are above reproach at all times especially when participating in ARIA sponsored or endorsed events. Membership may be revoked at any time when it is determined by a two-thirds vote of the Board of Directors that a member, through participation in criminal activity, belligerent or argumentative behavior, or other inappropriate activity has brought disgrace to ARIA whether such behavior occurred during or outside of an ARIA sponsored/promoted event. Further, when participating in such events, authors agree to remain at the event from beginning to end and refrain from arriving late and/or packing or "breaking down" the table early. Failure to abide by any of these, or other rules as are from time to time established to enhance credibility of the organization, will result in expulsion from ARIA.

***Unanimously Approved by the ARIA Board 3/1/16. ADOPTED:
April 14, 2016***

ARTICLE IV BOARD OF DIRECTORS

Section 1. **Powers.** There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. **Number and Qualifications.**

- A. The members of the initial Board of Directors of the Corporation shall be those individuals named in the

Articles of Incorporation and shall serve until their successors are elected and qualified

- B. Thereafter, the Board of Directors of the Corporation shall be composed of no less than three and no more than nine individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director. All members of the Board of Directors must be either a RHODE ISLAND AUTHOR or NON-RHODE ISLAND AUTHOR in good standing as defined in ARTICLE III MEMBERSHIP. **Amended: May 13, 2021.**

Section 3. **Election and Term of Office.** The members of the Board of Directors shall be elected by the voting members at the annual meeting of the members. ~~Directors on the Board of Directors shall serve for a term of one year.~~ Beginning with the Board election at the June 2017 meeting, terms of members of the Board of Directors shall be for a period of two years. In order to create staggered terms thereby ensuring continuity following any election cycle, three members of the Board of Directors will be elected to terms expiring in 2019. Beginning with the 2018 election, the two at-large members of the Board of Directors seeking election will be elected to two-year terms expiring in 2020. All future elections of members of the Board of Directors will be for terms of two years. **AMENDED 5/11/2017**

Section 4. **Resignation.** Any director may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Association.

Section 5. **Removal.** Any director may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any special meeting of the members called expressly for that purpose.

Section 6. **Vacancies.** Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. **Regular Meetings.** A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day, and place as shall be designated by the

Board of Directors.

Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. **Notice.** Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least twenty-one days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. **Quorum.** A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. **Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. **Unanimous Written Consent In Lieu of a Meeting.** The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 13. **Telephone Meeting.** Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. **Conflicts of Interest.**

- A. In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions.
- B. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.
- C. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation.
- D. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE V

OFFICERS

Section 1. **Officers.** The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of

President and Treasurer. All Officers must be either a RHODE ISLAND AUTHOR or NON-RHODE ISLAND AUTHOR in good standing as defined in ARTICLE III MEMBERSHIP. **Amended: May 13, 2021.**

Section 2. **Election of Officers.** The officers of the Corporation shall be elected by the voting members at the annual meeting of the members.

Section 3. **Term of Office.** The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected.

Section 4. **Resignation.** Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. **Removal.** Any officer may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any regular or special meeting of the members expressly for that purpose.

Section 6. **Vacancies.** A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. **President.** The President will serve as Chair of the Board of Directors, and shall give active direction and have control of the business and affairs of the Association. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors.

Section 8. **Vice-President.** The Vice-President shall act in the absence of the President at any regular or special meeting. The Vice-President shall assist the President in all duties as assigned.

Section 9. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general

perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 10. **Treasurer.** The Treasurer shall be responsible for and oversee all financial administration of the Association. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 11. **Bonding.** If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Association. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. **Executive Committee.** There will be no Executive Committee.

Section 3. **Other Committees and Task Forces.** The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. **Term of Office.** Each member of a committee shall serve for one year until the next annual meeting of the Board of

Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5. **Vacancies.** Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 6. **Rules.** Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall be **January 1 through December 31.**

Section 2. **Notice.** Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

ARTICLE VIII INDEMNIFICATION

Unless otherwise prohibited by law, the Association may choose to indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in

settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article. The Board of Directors may also choose to authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of the voting members at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.

ADOPTED: JANUARY 9, 2014
Amended: February 10, 2015
Amended: April 14, 2016
Amended: May 11, 2017
Amended: May 13, 2021
Amended: January 13, 2022